

Policies and Procedures

Section: Governance	Policy Number: 2011-05
Subject: Duties, Obligations and Expectations of Directors	Effective Date: June 8, 2011
Approved by: Board of Directors	


Chairperson


Date

Duties, Obligations and Expectations of Directors

Purpose

The corporation is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

Application

This policy applies to all elected and *ex-officio* directors and is provided to directors as part of their orientation to the board.

Position Description – Board of Directors

As a member of the board, and in contributing to the collective achievement of the role of the board, the individual director is responsible for the following:

- *Fiduciary Duties*

Each director is responsible to act honestly, in good faith and in the best interests of the corporation and in so doing, to support the corporation in fulfilling its mission and discharging its accountabilities.

A director shall apply the level of skill and judgement that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the board.

- *Accountability*

A director's fiduciary duties are owed to the corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the corporation, as a whole. A director shall be knowledgeable of the stakeholders to whom the corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer to the interest of any one group if to do so would not be in the best interest of the corporation.

- *Education*

A director shall be knowledgeable about:

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- ✓ The activities of the organization;
- ✓ The organization's stakeholders;
- ✓ The primary health care environment generally;
- ✓ The duties and expectations of a director;
- ✓ The board's governance role;
- ✓ Board's governance structure and processes;
- ✓ Board adopted governance policies; and,
- ✓ Organization policies shared with the board that are applicable to board members.

A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies.

- *Board Policies and Corporation Policies*

A director shall be knowledgeable of and comply with the board and organization policies that are applicable to the board including:

- ✓ The Board's Code of Conduct
- ✓ The Board's Conflict of Interest Policy;
- ✓ The Board's Confidentiality Policy; and,

- *Teamwork*

A director shall develop and maintain sound relations and work cooperatively and respectfully with the board Chair, members of the board and senior Leadership.

- *Community Representation and Support*

A director shall represent the board and the organization in the community when asked to do so by the board Chair .

- *Time and Commitment*

A director is expected to commit the time required to perform board and committee duties. It is expected that a director will devote a minimum of between 3-5 hours per month.

The board meets approximately 9 times a year and a director is expected to adhere to the board's attendance policy that requires attendance to a minimum of 2/3 of board meetings.

A director is expected to serve on a least one standing committee, if applicable. Committees generally meet as required. The skills, experience, and personal qualities that the board will

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use to select potential directors are set out in the nominating committee's Process for Selection of Directors and Competency Matrix processes (see attached). A director is expected to attend the Annual General Meeting and any special meetings called.

- *Contribution to Governance*

Directors are expected to make a contribution to the governance role of the board through:

- ✓ Reading materials in advance of meetings and coming prepared to contribute to discussions;
- ✓ Offering constructive contributions to board and committee discussions;
- ✓ Contributing his or her special expertise and skill;
- ✓ Respecting the views of other members of the board;
- ✓ Voicing conflicting opinions during board and committee meetings but respecting the decision of the majority even when the director does not agree with it;
- ✓ Respecting the role of the Chair;
- ✓ Respecting the role and Terms of Reference of board committees; and
- ✓ Participating in board evaluation and annual performance reviews for Leadership team and;
- ✓ Contribute relevant feedback to the Chair/designate to assist with Leadership team performance evaluation

- *Continuous Improvement*

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of board evaluations in a positive and constructive manner.

Term and Renewal

A director is elected for a term of three years and may serve for a maximum of six consecutive years. A director must be off the board for a minimum of two years before standing for election as a potential board director. A director's renewal is not automatic and shall depend on the director's performance.